



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

May 23, 1997

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series H-1)
Recordation No. 13329 and 13576
Termination of Trust Agreement

RECORDATION NO. 13329-E
FILED

JUN 2 '97

RECORDATION NO. 13576-D, E
FILED

JUN 2 '97

9-23 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 2 9 23 AM '97

Dear Ms. Fort:

Enclosed are one original and three certified copies of each of the following documents:

1. Termination of Trust Agreement dated as of March 3, 1997, between HGA Corporation and American National Bank and Trust Company, as Trustee. Please file this document as a supplement to the filing in recordation no. 13576.
2. Bill of Sale from the Trustee to HGA Corporation. Please file this document as a supplement to the filing in recordation no. 13576.
3. Termination of Assignment of Lease and Agreement. Please file this document as a supplement to the filing in recordation no. 13329.

Enclosed is our check in the amount of \$72 for the filing fees. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

jf/
encls.

Surface Transportation Board
Washington, D.C., 20423-0001 6/2/97

Jean Fowler
Legal Assistant
THE Marmon Group, Inc.
2223 West Washington Street
Chicago, Illinois 60606-3418

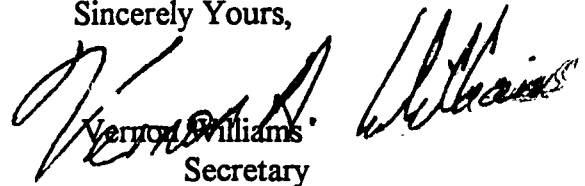
Dear: Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 6/2/97 at, 9:23A M and

assigned recordation number(s). 13329-E, 13576-D and 13576-E.

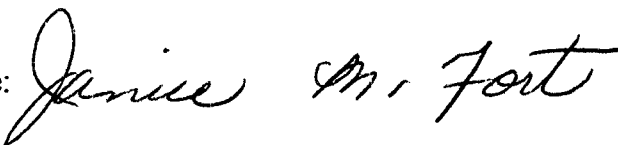
Sincerely Yours,


Vernon Williams
Secretary

Enclosed (s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature:



RECORDATION NO. 13576-D FILED

JUN 2 '97

9-23 AM

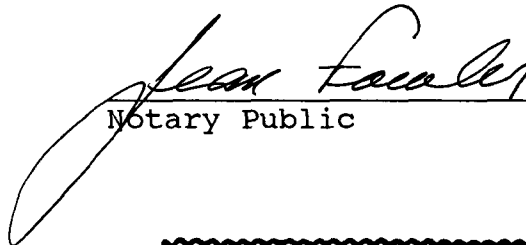
STATE OF ILLINOIS)
)
COUNTY OF COOK)

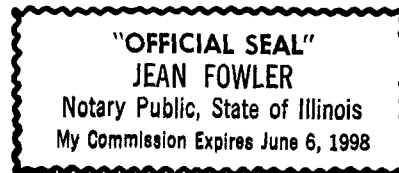
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Termination of Trust Agreement dated as of March 3, 1997, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 21st day of May, 1997.

4066A


Notary Public



TERMINATION
OF
TRUST AGREEMENT

RECORDATION NO. 13576-D
FILED
JUN 2 '97
9-23AM

This Termination of Trust Agreement is entered into as of March 3, 1997, by and between HGA CORPORATION, a Delaware corporation ("Owner"), and AMERICAN NATIONAL BANK AND TRUST COMPANY ("Trustee").

Recitals

A. Owner and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of February 15, 1982, providing, among other things, for the issuance of Owner's Equipment Trust Certificates (Series H-1) in the aggregate principal amount of \$15,773,012.

B. All of the payments due under the Trust Agreement have been made by Owner on a timely basis. Pursuant to Section 4.06 of the Trust Agreement, the security interest of the Trustee in the Trust Equipment has terminated.

C. Pursuant to Section 4.06 of the Trust Agreement, upon the making by Owner of the payments referred to in Recital B above, full title to the Trust Equipment shall vest in Owner, and Trustee is to execute such instruments as Owner may reasonably request in order to make clear that Owner has full title to the Trust Equipment.


D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that full title to the Trust Equipment is now vested in the Owner.

Agreement


The Owner and Trustee hereby agree, pursuant to Section 4.06 of the Trust Agreement, that title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of March 3, 1997.

Owner and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

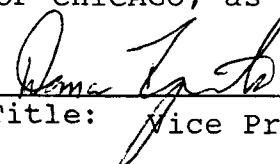
HGA CORPORATION

By: 
Kenneth R. Posner
Vice President


Attest:


Secretary

AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO, as Trustee

By: 
Title: Vice President

Attest:


UTC3771H

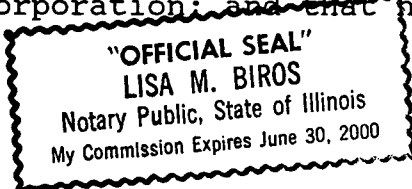
UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: H001

QUANTITY	A.A.R. MECHANICAL DESCRIPTION CODE	CAPACITY IN (GAL./CUFT.)	ROAD NUMBERS
67	C214	5,820 CU. FT.	UTCX 43290-43299, UTLX220102-220107, 220111, 220113-220123, 220125-220135, 220137, 220139-220140, 220142-220149, 220152-220153, 220155-220161, 220163-220164, 220168-220173
23	T054	13,000 GAL.	UTLX 11296-11313, 13833-13837
19	T103	11,000 GAL.	UTLX 24720-24738
31	T104	13,000 GAL.	UTLX 60671-60679, 60681-60693, 60697, 60699-60705, 60708,
33	T104	14,000 GAL.	UTLX 24695-24702, 24739-24763
75	T104	16,000 GAL.	UTLX65929-65939, 66409-66412, 66414-66473
38	T104	18,000 GAL.	UTLX 66542-66579
23	T105	20,000 GAL.	UTLX 48236-48238, 48240, 48243, 67337-67339, 67555-67559, 68006-68007, 68010-68011, 68014, 68053, 68055, 68057-68059
36	T105	21,000 GAL.	UTLX 48002-48006, 48008-48010, 48012-48013, 48015, 48017-48018, 48020-48023, 48028-48032, 48037, 48040-48041, 48043-48046, 48048-48050, 48052-48053, 48056, 48061,
52	T106	23,500 GAL.	UTLX 67573-67578, 67682, 67684-67685, 67712-67730, 67742-67765
19	T107	26,000 GAL.	UTLX 2600-2615, 2617-2619
58	T108	30,000 GAL.	UTLX 48145, 48147, 48149-48151, 48154-48156, 48159, 48161, 48163-48165, 48167-48168, 48175, 48177-48182, 48186-48187, 48190, 48195, 48197, 48200-48202-48204, 48206-48207, 48209-48211, 48213, 48308, 48310-48314, 48317, 48320-48321, 48325-48331, 48337-48340
8	T565	20,000 GAL.	LCIX 2785-2792
482 TOTAL			

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On April 2, 1997, before me personally came Kenneth R. Posner, to me known, who, being by me duly sworn, did depose and say that he is Vice President of HGA Corporation, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.




Notary Public

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On the 19th day of May, 1997, before me personally came Dana L. Brink, to me known, who, being by me duly sworn, did depose and say that he/she is a Vice President of American National Bank and Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.



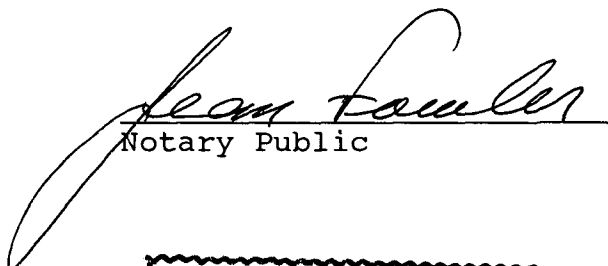

Notary Public

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of March 3, 1997, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 21st day of May, 1997.


Notary Public

4066A

